

MAY 21 '08 -10 20 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 21, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of May 21, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 27435.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Tank Car, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

Assignee: TLP Rail Trust I
by Wilmington Trust Company, not in its
individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Anne K. Quinlan, Esq.
May 21, 2008
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A description of the railroad equipment covered by the enclosed document is:

15 railcars: TILX 170701 - TILX 170705; TILX 170710 and TILX 170712 - TILX 170720.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MAY 21 '08

-10 20 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on May 21, 2008 by and between Trinity Tank Car, Inc., a Delaware corporation (as assignee of Trinity Industries Leasing Company) (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

WITNESSETH:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of May 21, 2008, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of those certain railroad car leases as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: ~~Wilmington Trust Company, not in its individual capacity but solely as Trustee~~

By: 
Name: Jose Haredes
Title: Assistant Vice President

TRINITY TANK CAR, INC.

By: _____
Name: _____
Title: _____

Executed on this 14th day of May, 2008

Executed on this ____ day of May, 2008

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

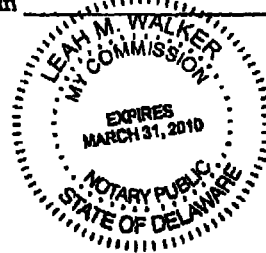
On this, the 19th day of May 2008, before a Notary Public in and for said County and State, personally appeared José Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on May 14, 2008 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Leah M. Walker
Name: LEAH M. WALKER
Notary Public Notary Public - State of Delaware
My Comm. Expires March 31, 2010

My Commission Expires:

Residing in _____



[Memorandum of Assignment and Assumption Agreement]

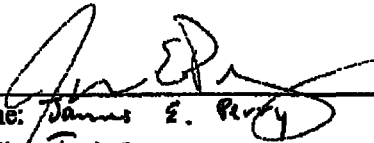
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

TRINITY TANK CAR, INC.

By: 
Name: James E. Perry
Title: Treasurer

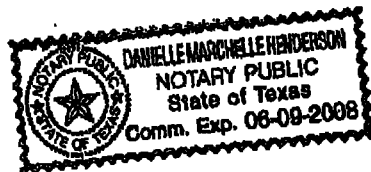
Executed on this ____ day of May, 2008

Executed on this 20th day of May, 2008

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 20th day of May 2008, before a Notary Public in and for said County and State, personally appeared James E. Perry, who being by me duly sworn, says that (s)he is the Treasurer of Trinity Tank Car, Inc., that said instrument was signed on May 20, 2008 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson
Name: Danielle Henderson
Notary Public

My Commission Expires: 6/9/08
Residing in Cedar Hill TX

EXHIBIT A

Fifteen (15) units identified with marks TILX 170701 – TILX 170705, TILX 170710 and TILX 170712 – TILX 170720 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated April 1, 2003 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Domino Foods, Inc. for The American Sugar Refining Company.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/21/08



Robert W. Alvord